



**CITY OF ROANOKE**  
**OFFICE OF THE CITY MANAGER**

Noel C. Taylor Municipal Building  
215 Church Avenue, S.W., Room 364  
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November 15, 2004

Honorable C. Nelson Harris, Mayor  
Honorable Beverly T. Fitzpatrick, Jr., Vice-Mayor  
Honorable M. Rupert Cutler, Council Member  
Honorable Alfred T. Dowe, Council Member  
Honorable Sherman P. Lea, Council Member  
Honorable Brenda L. McDaniel, Council Member  
Honorable Brian Wishneff, Council Member

Dear Mayor Harris and Members of City Council:

Subject: Transfer of Property of RCIT

On October 31, 2003 the City of Roanoke sold New Tract F, tax map number 7230105, at the Roanoke Centre for Industry and Technology (RCIT) to SEMCO Inc. of Virginia. SEMCO, Inc. agreed to construct a facility and install manufacturing equipment on this tract in accordance with said sale of property and now wants to convey the property to a subsidiary named SEMCO Duct and Acoustical Products, Inc. SEMCO, Inc. of Virginia will not be released from the obligations contained in the deed and an attachment to the deed that further set forth SEMCO's obligations, and SEMCO Duct and Acoustical Products, Inc. will agree to the conditions contained in the deed and attachments. Such conditions include: the facility must be at least 100,000 square feet and be built with within 24 months of November 3, 2003; the company will invest a minimum of \$4 million. If the facility is not built in time or a minimum of \$4 million has not been invested, the company is required to pay the City \$150,000 (discount on land).

Recommended Action:

Authorize the City Manager to execute the deed authorizing the conveyance of New Tract F at RCIT, to SEMCO Duct and Acoustical Products, Inc. Such transfer will

Honorable Mayor and Members of City Council  
Page 2

keep the same terms and conditions related to project scope, investment, and commitments made in the original deed and letter from SEMCO, Inc.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Darlene L. Burcham", written in a cursive style.

Darlene L. Burcham  
City Manager

DLB:ean

c: Mary F. Parker, City Clerk  
William M. Hackworth, City Attorney  
Jesse A. Hall, Director of Finance  
Elizabeth Neu, Director of Economic Development

CM004-00191

**Exemption claimed pursuant to Code of Virginia §58.1-811 A 6 and §58.1-811 A 9.**

Prepared by: The Harrison Firm, PC  
Roanoke, Virginia

Tax Map No.: 7230105

THIS DEED is made and entered into this \_\_\_\_ day of November, 2004, by and between SEMCO INCORPORATED OF VIRGINIA (used in Virginia by SEMCO Incorporated), a Missouri Corporation ("Grantor") and SEMCO DUCT AND ACOUSTICAL PRODUCTS, INC., a Missouri corporation ("Grantee").

**WITNESSETH**

IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid, the receipt and sufficiency of which is hereby acknowledged, the assumption of obligations by the Grantee as provided herein, and other valuable consideration pursuant to a tax free exchange between Grantor and Grantee, the Grantor does hereby Bargain, Sell, Grant and Convey in fee simple with General Warranty and Modern English Covenants unto the Grantee, its successors and assigns, all of that certain lot or parcel of land lying and being in the City of Roanoke, Virginia and more particularly described as follows (the "Property"):

An 18.437 acre, more or less, tract, identified as Roanoke City Tax Map 7230105, shown as New Tract F on plat of survey entitled "Plat Showing the Resubdivision of a 116.048 Acre Tract Creating Hereon New Tract "A" (12.042 Acres), Tract "B" (7.423 Acres), Tract "F" (18.473 Acres), "Utility Lot 1" (0.331 Acres), "Utility Lot 2 (0.322 Acres) and Dedication 3.711 Acres for the Right-of-Way of Blue Hills Drive and Leaving 73.772 Acres of Remaining Property of the City of Roanoke," on record in the Clerk's Office for the Circuit Court of the City of Roanoke, Virginia, in Map Book 1, pages 2408 and 2409; and

BEING the same property conveyed to the Grantor by deed dated October 31, 2003, from the City of Roanoke, Virginia, of record in the Clerk's Office of the Circuit Court for the City of Roanoke, Virginia as instrument number 030021755.

The Property was conveyed to Grantor upon exercise of the purchase option pursuant to an Option Agreement between the City of Roanoke, Virginia, a municipal corporation, and Roanoke Development, LLC, dated June 10, 2003 which was assigned by Roanoke Development, LLC to Grantor herein by Assignment and Amendment Number One dated September 30, 2003, both of which instruments are attached to the deed conveying the Property to the Grantor, recorded in the Clerk's Office of the Circuit Court for the City of Roanoke, Virginia as instrument number 030021755.

The Grantee hereby assumes and agrees to perform the obligations of the Grantor to the City of Roanoke, Virginia set forth in the aforesaid Option Agreement, as amended and assigned to Grantor by Assignment and Amendment Number One, and the attachment thereto, described above. Both of said instruments are incorporated herein by reference and shall survive the closing date of this deed.

The City of Roanoke joins in this deed for the purpose of consenting to this conveyance and to the assumption by the Grantee of the obligations to the City of Roanoke, Virginia as provided in the preceding paragraph.

To have and to hold unto the Grantee, its successors and assigns forever. This conveyance is made expressly subject to all recorded conditions, reservations, easements and restrictions affecting title to the property herein conveyed, including existing easements for public roads and highways, public utilities, railroads and pipelines.

WITNESS the following signatures and seals:

GRANTOR:

SEMCO INCORPORATED OF VIRGINIA  
(used in Virginia by SEMCO Incorporated),  
a Missouri Corporation

By: \_\_\_\_\_  
William E. Thurman, President

GRANTEE:

SEMCO DUCT AND ACOUSTICAL  
PRODUCTS, INC., a Missouri corporation

By: \_\_\_\_\_  
William E. Thurman, President

CITY OF ROANOKE

By: \_\_\_\_\_  
Darlene L. Burcham, City Manager

Approved as to Form:

\_\_\_\_\_  
Assistant City Attorney

Approved as to Execution:

\_\_\_\_\_  
Assistant City Attorney

STATE OF MISSOURI                    )  
  ) to-wit:  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of November, 2004, by William E. Thurman, President SEMCO INCORPORATED OF VIRGINIA (used in Virginia by SEMCO Incorporated), a Missouri corporation., on behalf of the corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

STATE OF MISSOURI                    )  
  ) to-wit:  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of November, 2004, by William E. Thurman, President, SEMCO DUCT AND ACOUSTICAL PRODUCTS, INC., a Missouri corporation, on behalf of the corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

COMMONWEALTH OF VIRGINIA)

) to-wit:

CITY OF ROANOKE )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2004, by Darlene L. Burcham, the City Manager of the City of Roanoke, Virginia, on behalf of the city.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_